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SEC 1972 (6/99) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

02014878

FORM D

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden hours per response... 1

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY				
Prefix		Serial		
DAT	E RECEI	VED		

Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Filing Under (Check box(es) that apply): [ ] Rule 504 [ ] Rule 505 [x] Rule 506 [ ] Section 4(6) [ ] U	LOE
Type of Filing: [x] New Filing [] Amendment	PROCESSE
A. BASIC IDENTIFICATION DATA	MAR 2 0 2002
Enter the information requested about the issuer	0 10 10 10
Name of Issuer (check if this is an amendment and name has changed, and indiciate change.)  New River Industries, Inc. (previously NRB Industries, Inc.)	<del>Tho</del> mson Financial
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Num (Including Area Code)	ber
1430 Broadway, Suite 905, New York, NY 10018 (212) 282-0102	
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Nu (Including Area Code) (if different from Executive Offices)	imber
Brief Description of Business  Sales and Marketing of textiles	11/11

Type of Business Organization [✓] corporation [ ] business trust	[ ] limited partnership, already formed [ ] limited partnership, to be formed	[ ] other (please specify):
Actual or Estimated Date of Inco Jurisdiction of Incorporation or 0	Month Yea erporation or Organization: [0]6] [8]8] Organization: (Enter two-letter U.S. Postal S CN for Canada; FN for other foreig	   [    Actual [ ] Estimated   ervice abbreviation for State:

### **GENERAL INSTRUCTIONS**

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

## A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more
    of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[]	Promoter [	] Beneficial Owner	[]	Executive Officer	[1]	Director [ ]	General and/or Managing Partner
Full Name (Last r Hickey, John J.	name	first, if indivi	dual)					
Business or Resi 1430 Broadway, S		•		et, City	, State, Zip	Code)		
Check Box(es) that Apply:	[ ]	Promoter [	] Beneficial Owner	[ ]	Executive Officer	[1]	Director [ ]	General and/or Managing Partner
Full Name (Last r Peyer, Hans C.	name	first, if indivi	dual)		The second secon			
Business or Resi 11089 E. Mariola		•		et, City	, State, Zip	Code)		
Check Box(es) that Apply:	[]	Promoter [	] Beneficial Owner	[]	Executive Officer	[/]	Director [ ]	General and/or Managing Partner
Full Name (Last i Wener, Steven	name	first, if indivi	dual)					
Business or Resi Titan Textile Cor			lumber and Stree 4th Street, Paterso	-	•	Code)		
Check Box(es) that Apply:	[]	Promoter [	] Beneficial Owner	[]	Executive Officer	[/]	Director [ ]	General and/or Managing Partner
Full Name (Last I	name	first, if indivi	dual)		and the second seco	Complete Control of Co		anna an ann an de ann an an ann an ann an ann an ann ann
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29 Sunrise Point R	.d., La	ike Wylie, SC	29710-9230					
Check Box(es) that Apply:	[]	Promoter [	Beneficial Owner	[]	Executive Officer	[/]	Director [ ]	General and/or Managing Partner
Full Name (Last of Cohen, William	name	first, if indivi	dual)				Andreas and the second	
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Check Box(es) that Apply:	[]	Promoter [	J Beneficial Owner	[]	Executive Officer	[4]	Director [ ]	General and/or Managing Partner
Full Name (Last Borowski, Kurt	name	first, if indivi	dual)	a and American and			and transfer and American Charter or specific and an experience of contract of the Charter of Chart	
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6540 Viscoe Roa	d, Radford, VA 2414						
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## Schedule 1

Type of Security	Amount of Such Security Issued	Aggregate Offering Price	Amount Already Sold
Debt:			en e
That certain subordinated promissory note issued by New River Industries, Inc. (the "Company") in favor of those certain shareholders listed on Schedule A thereto and Harding Service LLC and COWE Associates, LLP as nominees for certain shareholders.	Note in Aggregate Principal Amount of \$1,332,000.00	\$665,339.96	100%
Those certain subordinated promissory notes issued by the Company in favor of those certain affiliate creditors.	Notes in Aggregate Principal Amount of \$8,162,773.37	\$13,662,773.371	100%
That certain subordinated promissory note issued by the Company in favor of ARK CLO 2000-1 Limited	Note in Aggregate Principal Amount of \$2,668,000.00	\$1,041,939.64 <sup>3</sup>	100%
Total:		\$15,370,052.97	
Convertible Securities:		Silver and State	
Common Stock Purchase Warrant Certificate No. W-1 issued by the Company to Bank of America, N.A. to purchase 9,659 shares of common stock.	Warrant to purchase 9,659 shares of common stock (\$0.01 par value)	\$8,520,000.00 <sup>2</sup>	100%

Note issued as part of refinancing in respect of existing indebtedness owed to such affiliate creditors in the aggregate principal amount of \$13,662,773.37, of which \$5,500,000.00 such debt was forgiven..

Warrants issued as consideration for forgiveness of indebtedness in aggregate principal amount of \$18,034,012.01.

Common Stock Purchase Warrant Certificate No. W-2 issued by the Company to JP Morgan Chase Bank to purchased 6,439 shares of common stock.	Warrant to purchase 6,439 shares of common stock (\$0.01 par value)	\$5,680,070.00 <sup>2</sup>	100%
Common Stock Purchase Warrant Certificate No. W-3 issued by the Company to ARK CLO 2000-1 Limited to purchase 8,049 shares of common stock.	Warrant to purchase 8,049 shares of common stock (\$0.01 par value)	\$3,833,942.012	100%
Common Stock Purchase Warrant Certificate No. W-4 issued to ARK CLO 2000-1 Limited to purchase 6,036 shares of common stock.	Warrant to purchase 6,036 shares of common stock (\$0.01 par value)	\$60.363	100%
Total:		\$18,034,072.32	
Equity:	gio., ill. Primatilia Primatilia		
Pursuant to those certain Subscription Agreements, dated as of January 31, 2002, Common Stock Issued to those certain shareholders listed on Schedule A thereto.	66,140.00 shares of common stock (\$0.01 par value)	\$661.04	100%

Subordinated Promissory Note and Common Stock Purchase Warrant issued to ARK CLO 2000-1 Limited for aggregate cash consideration of \$1,042,000.00; such consideration was allocated as follows: (i) \$1,041,939.64 to that certain subordinated promissory note issued by the Company in favor of ARK CLO 2000-1 and (ii) \$60.36 to Common Stock Purchase Warrant Certificate No. W-4 issued by the Company to ARK CLO 2000-1 Limited..

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.	N/A		
Type of offering Rule 505	Type of Security	Dollar Amount Sold	
Regulation A		\$	
Rule 504		\$	
Total		\$	
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
Transfer Agent's Fees	[]	\$	
Printing and Engraving Costs			
Legal Fees			
Accounting Fees	[]	\$	* Estimate based
Engineering Fees	[]		on payments made
Sales Commissions (specify finders' fees separately)	[]		at closing, and
Other Expenses (identify)	[ ]		legal fees incurred as of the closing
Total	[]	<b>\$</b> 577,325	but not yet paid.
<ul> <li>b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question difference is the "adjusted gross proceeds to the issuer."</li> <li>5. Indicate below the amount of the adjusted gross proceeds to the issue used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjust gross proceeds to the issuer set forth in response to Part C - Question 4 above.</li> </ul>	er ount he sted	\$32,827,461.38	
	Officers, Directors, &	Payments To	
Salaries and fees	Affiliates []\$ <sup>-0-</sup> _	Others []\$	
Purchase of real estate	[]\$ <u>-</u> 0-	[]\$ -0-	
Purchase, rental or leasing and installation of machinery	[]\$	_[]\$0-	
and equipment  Construction or leasing of plant buildings and facilities	[]\$	[]\$	
Acquisition of other businesses (including the value of	( ) Ψ	()Ψ	
securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$	[]\$	
Repayment of indebtedness	[]\$0-	<b>[]\$</b> _32,827,461.3	₹
Working capital	[]\$ -0-	[]\$ <u>0-</u>	,
Other (specify):	[]\$	[]\$	
	[]\$	[]\$	
Column Totals	L J Ψ	[]\$ <u>32.827.461.</u> 3	8
Total Payments Listed (column totals added)	[]\$_	<u>32,827,461.3</u> 8	
The state of the s			

### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

liceups (Print or Lyng)	
1	nature Date
New River Industries, Inc.   Name of Signer (Print or Type)   Title	of Change
Name of Signer (Print or Type) Title	e of Signer (Print or Type)
John J. Hickey Jr.	President

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE		
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes No	N/A
See Appendix, Column 5, for state response.		.,,,

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Name of Signer (Print or Type)	Title (Print or Ty	pe)

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## **APPENDIX**

1	2 Intend to to non-acc		3 Type of security and aggregate	4		5 Disqualification under State ULOE (if yes, attach explanation of			
	investors investors investors	in State	offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)		waiver granted) (Part E-Item 1)			
			* see attached	Number of Accredited	·	Number of Non-Accredited			
State	Yes	No	Schedule 2	Investors	Amount	Investors	Amount	Yes	No
AL		٧			* see				
AK		V			attached				
AZ		V			Schedule				
AR		V			2				
CA		V							
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http://www.sec.gov/smbus/forms/d.htm Last update: 08/27/1999



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# Schedule 2

# (Part C – Item 1)

State	Type of Security	Amount of Such Security Issued	Aggregate Offering Price Offered in State	
NJ	• That certain subordinated promissory note issued by New River Industries, Inc. (the "Company") in favor of those certain shareholders listed on Schedule A thereto and Harding Service LLC and COWE Associates, LLP as nominees for certain shareholders.	Note in Aggregate Principal Amount of \$964,013.06	\$481,528.83	
	<ul> <li>Pursuant to those certain Subscription         Agreements, dated as of January 31, 2002,         Common Stock Issued to those certain         shareholders listed on Schedule A thereto.</li> </ul>	47,841.47 shares of common stock subscribed for	\$478.41	
	Those certain subordinated promissory notes issued by the Company in favor of those certain affiliate creditors.	Note in Aggregate Principal Amount of \$8,162,773.37	\$13,662,773.37	
NY	That certain subordinated promissory notes issued by the Company in favor of those certain shareholders listed on Schedule A thereto and Harding Service LLC and COWE Associates, LLP as nominees for certain shareholders.	Notes in Aggregate Principal Amount of \$359,232.97	\$179,438.47	
	Pursuant to those certain Subscription     Agreements, dated as of January 31, 2002,     Common Stock Issued to those certain     shareholders listed on Schedule A thereto.	17,828.25 shares of common stock subscribed for	\$178.28	
NY	That certain promissory note issued by the Company in favor of ARK CLO 2000-1 Limited	Note in Aggregate Principal Amount of \$2,668,000.00	\$1,041,939.64	

State	Type of Security	Amount of Such Security Issued	Aggregate Offering Price Offered in State
	Common Stock Purchase Warrant Certificate No. W-2 issued by the Company to JP Morgan Chase Bank to purchase 6,439 shares of common stock.	Warrant to purchase 6,439 shares of common stock (\$0.01 par value)	\$5,680,070.00
	Common Stock Purchase Warrant Certificate No. W-3 issued by the Company to ARK CLO 2000-1 Limited to purchase 8,049 shares of common stock.	Warrant to purchase 8,049 shares of common stock (\$0.01 par value)	\$3,833,942.01
	Common Stock Purchase Warrant Certificate No. W-4 issued to ARK CLO 2000-1 Limited to purchase 6,036 shares of common stock.	Warrant to purchase 6,036 shares of common stock (\$0.01 par value)	\$60.36
FL	Pursuant to those certain Subscription     Agreements, dated as of January 31, 2002,     Common Stock Issued to those certain     shareholders listed on Schedule A thereto.	434.00 shares of common stock subscribed for	\$4.34
	That certain subordinated promissory note issued by the Company in favor of those certain shareholders listed on Schedule A thereto and Harding Service LLC and COWE Associates, LLP as nominees for certain shareholders.	Note in Aggregate Principal Amount of \$8,753.99	\$4,372.66
VA	Common Stock Purchase Warrant Certificate No. W-1 issued by the Company to Bank of America, N.A. to purchase 9,659 shares of common stock.	Warrant to purchase 9,659 shares of common stock (\$0.01 par value)	\$8,520,000.00